

EXHIBIT 3
FILED UNDER SEAL

From: Vic Gundotra
 To: [-] stevelee@google.com
 Cc: [-] Mike Chu, Matt Waddell
 Bcc: [-]
 Subject: Re: Skyhook Acquisition: \$100-200M. Need to Convince Steve/Mike

Approved - let's setup the meeting

On Tue, Jan 22, 2008 at 12:51 PM, Steve Lee <stevelee@google.com> wrote:

Hi Vic,

An update: We met with Desktop and Gears teams and heard similar stories as we've heard from Toolbar and Earth.

We think the next step is to arrange a more senior meeting between you and Sundar Pichai to explain our wifi location strategy, the importance of it to Google, as well as direct benefits to his desktop app products. Mike and I can attend as well to either lead the discussion or support you. If you agree with this next step I'll ask Jen to schedule.

Additionally, we're planning on launching a win32 wifi client that Tsuwei has developed in 3 phases:

1. Internally on location team. Purpose is to flesh out bugs and prove the software works.
2. Internal dogfood. Purpose is to learn what type of radio graph coverage and rate of collection we can receive (in a defined area such as Bay area). This will be used to model out how many users we need for this to scale. It will also tell us how many Google desktop apps we'd need to integrate with (if any) and would help us value Skyhook, Navizon, etc.
3. If we believe a relatively small number of clients is needed to maintain our wifi database, we can consider a public Labs launch.

Steve

On 1/17/08, Steve Lee <stevelee@google.com> wrote:

Thanks Vic. Here's the status:

* We have meetings the next 2 days with the Gears and Desktop teams. We're more optimistic that we'll get traction with these teams because they have [REDACTED]

* We've had informal discussions with the PM for Earth and there wasn't a lot of interest because there isn't a clear benefit to their users. I spoke with John Hanke about this yesterday and he seemed supportive of making this happen now (amazing what having Skyhook plastered all over Macworld will do for us).

* We met with the Toolbar team a month ago. We came away pessimistic that we'd be able to do anything with them for 2 reasons. One, [REDACTED] Two, their [REDACTED]

We'll go ahead and meet with the Gears and Desktop teams, see where we stand, and report back to you to enlist your help if necessary.

On 1/17/08, Vic Gundotra <vicg@google.com> wrote:

Okay. Can you arrange a meeting with the toolbar team and I'll be happy to help.

-Vic

EXHIBIT 43

V. Gundotra

7/24/13

Anne Torreano, CSR 10520

Highly Confidential Attorneys' Eyes Only

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On Wed, Jan 16, 2008 at 6:13 PM, Mike Chu <mchu@google.com> wrote:

Additional reasons why a deal doesn't make sense to us:

* On the iphone, we already [REDACTED]
[REDACTED]

* Beyond iphone, wifi penetration on mobile devices is still very very low. And if we lock up [REDACTED]
[REDACTED]

* My understanding is that their approach is very war-driving dependent... [REDACTED]
[REDACTED]

* Mike Pearson says an acquisition would take 3-6 months. We'll be that much further along...

To compress our timing, we could really use your support to get a win32 app team (toolbar, desktop) on board with collection. We talked with the Toolbar team in December and they weren't very interested in this.

Mike

On Jan 16, 2008 5:34 PM, Vic Gundotra <vicg@google.com> wrote:

But contemplate the talent and data and time to market advantage we get by spending some \$\$s. I am eager to go investigate this. The Apple deal is worth \$20m alone I believe.

On Wed, Jan 16, 2008 at 4:51 PM, Steve Lee <stevelee@google.com> wrote:

I can see 2 reasons to acquire Skyhook

[REDACTED]
[REDACTED]

Mike and I believe in our existing strategy for building a wifi database. It may take all of 2008 to do it. We think that is acceptable compared to forking over 9 figures.

The risk is that we'll be [REDACTED] because Skyhook outsells us due to their existing database (ie like Apple). Given our progress with [REDACTED] and to a lesser extent [REDACTED] along with [REDACTED] we feel like this risk is minimal.

Steve

On 1/16/08, Matt Waddell <mwaddell@google.com> wrote:

Hi Vic,

As it happens, Mike has already asked Corp Dev to investigate a possible SkyHook acquisition, and they've come back with a \$100-200M figure.

The issue at hand, is that Mike / Steve aren't convinced that the

acquisition would be worthwhile ;) I'll find time for the 4 of us to pow-wow this week. In the mean time:

Mike and Steve: can y'all shed some light on why you think an acquisition _wouldn't_ make sense?

Thanks,
Matt